

# Minutes of MVA board meeting

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Tuesday 4<sup>th</sup> December

## Present

Steve Thorpe, Chris Waine, Colin Balfour, Laura Cross

### 1. Apologies

Duncan Webster, Chris Tedore, Paul Howells, Mark Willis, Rob Bailey, John Holton, Jo Faulkner, Sergio Di Rienzo, Vanessa Robinson, Nick Hughes, Martin Bentley

### 2. Mins of last meeting

Agreed

### 3. Matters arising

#### 3.1 Badminton lines in the hall.

*ST has confirmed that this item is closed, the lines will be funded by TCAM*

#### 3.2 New Members

*ST has emailed Bob Littler who has been very helpful providing a number of documents explaining the setup of the MVA. One of these documents is appended below and explains well*

- *Why the MVA is a limited company*
- *Why the Director structure was set up as it was*
- *Why Directors of TCAM need to be drawn from MVA directors*
- *Why the MVA needs to carry enough Directors to be able to outvote TCAM (a Charities Commission requirement)*

- *Why we do not have “Trustees” registered with the Charities Commission*

**CB has taken an action** to document the roles and responsibilities of Directors and Members

### 3.3 AGM and Voting Process (CB)

*CB has re-examined the Memorandum of Association (MoA) for the MVA and brought the meeting attendees up to speed on the requirements held within. It is deemed necessary, and **CB has taken an action** to ensure the documentation on all processes is up to date and ensure it is properly communicated. A date for the next AGM will be set in due course.*

### 3.4 MVA Communications (CB/CW)

*The need to obtain documentation from Bob Littler has highlighted an issue in the which the MVA store and share information. Too much is held within disparate email accounts and on the personal computers of individual Directors and Members. In the interests of communication, collaboration and transparency, **CB has taken an action** to create a cloud storage repository to hold all MVA documents, to which all Directors and members will have access.*

### 3.5 The Role of the MVA (ST/CB/CW)

***CW has taken an action** to create an MVA Information Pack which will be publicly available to explain to villagers who the MVA are, what they do, and what is involved in becoming a Member or a Director. **CW has also taken an action** to create a constitution document for the MVA that details how the MVA is operating, and ensuring it will always continue to be governed in such a way that it is transparent, democratic and focussed principally on the interests of the village as a whole.*

## 4 Information from

### Treasurer 4.1 Accounts. (JH)

*Reserves - Cash in the bank as of 08.11.2018 is £18,081.36*

## 5 Newsletter and Website

### 5.1 FB page (CB)

*Colin Balfour and Steve Thorpe continue to manage MVA FB page and this is ongoing. No issues to report*

### 5.2 Newsletter (SFN)

*No volunteers have come forward and the decision has been taken to retire the newsletter and remove it from the agenda*

## 6 Events/Projects

### 6.1 Bonfire Night (CW/ST/MB)

*Another very successful year, with £5,367.00 revenue and £4,678.09 expenditure, including £410.88 for St Johns Ambulance which will be shown on next months accounts, leaving £688.91 profit which will contribute to MVA reserves. The MVA would like to thank Steve Thorpe, Chris Waine and Martin Bentley for all their hard work throughout the year, and all of the volunteers who helped over the weekend, without whom the event would not be possible.*

### 6.2 Knee rail/fence completion @tcam – MPC funded (ST/PR)

*ST has confirmed that this is being dealt with by the MPC. The MVA will leave on the agenda to maintain visibility until it is completed.*

## 7. MPC liaison

*Ongoing*

## 8. Funding Requests

*None*

## 9. AOB

*None*

Date of next meeting yet to be agreed.

Steve Thorpe

*Chairman*

Mawsley Villagers Association

## **APPENDIX A – Background notes to the formation of MVA Ltd. and TCAM CIC**

### **Background notes to the formation of MVA Ltd. and TCAM CIC**

#### **1. The MVA**

*The MVA was originally a simple charity, with trustees.*

*However, in the course of taking legal advice re setting up what became TCAM CIC we were advised that it would be better if the MVA were to become a limited company - i.e. a company limited by guarantee, but still a charity.*

*This was because the solicitor was concerned that it was difficult to remove trustees; if they moved away from the village we would want to stop them being trustees but we would need to get their permission to remove them. In some case we might not even be able to contact them.*

*Becoming a limited company with directors (i.e. instead of trustees) meant they could be removed at AGMs.*

#### **2. TCAM CIC**

*The issue here was that a charity cannot run a licenced trade business. The answer is to set up a trading company.*

*Clearly we wouldn't want MVA Ltd. and TCAM CIC to be pulling in opposite directions; therefore it was set up such that the directors of TCAM would have to be drawn from the directors of MVA Ltd. In such cases the Charity Commission requires that the charity can always outvote the trading company (i.e. the tail can't wag the dog). Hence the rule that there must be more directors of MVA Ltd. who are not also directors of TCAM CIC than are also directors of TCAM CIC.*

*Further, we adopted the then new style of limited company called a Community Interest Company. The main benefit of this is that it protects the assets of the company in the event of ceasing trading as those assets belong to the village, not to the company. Therefore they cannot be sold / seized.*

#### **3. Comments**

*This structure was set up to protect and enhance the village, and - given the potential large sums of money involved - to protect volunteers. In hindsight one could perhaps argue it is too complicated. Maybe; perhaps not really.*

*Also I am aware, from people whose views I respect, that the business-like approach we adopted may have put people off joining us. However much better to be too business-like than amateurish, especially as dealing with other people's money (i.e. yours).*

Bob Littler            19<sup>th</sup> November 2014